

**Exhibit B**

**Revised Proposed Order (Blackline)**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X		

**ORDER GRANTING REORGANIZED DEBTORS' MOTION FOR AN ORDER  
TO COMPEL COMPLIANCE WITH, AND TO IMPLEMENT, THE MODIFIED  
PLAN, PLAN MODIFICATION ORDER AND RELATED DOCUMENTS**

This matter having come before this Court on the motion dated July 3, 2013 (the "Motion"),<sup>1</sup> filed by the Reorganized Debtors seeking entry of an order, pursuant to, among other things, 11 U.S.C. §§ 105(a) and 1142, and Bankruptcy Rules 3020(d), establishing that (i) the ~~Trust~~ Claims Settlements are Wind Up costs within the scope of New GM's funding obligations pursuant to the Modified Plan and Plan Modification Order, (ii) DPH has properly requested funds for the ~~Trust~~ Claims Settlements in accordance with the terms of the Funding Agreement and (iii) New GM must fund the ~~Trust~~ Claims Settlements pursuant to the timing requirements, and Post-Closing Advance dollar amount limitations, set forth in the Funding Agreement; and it appearing that notice of the Motion was good and sufficient under the particular circumstances, and that no other or further notice need be given; and New GM having filed the Objection to the Motion [Dkt. No. 22088], the United States of America having filed the Statement of the United States of America in Support of the Reorganized Debtors' Motion for an Order to Compel Compliance with, and to Implement, the Modified Plan, Plan Modification Order and Related Documents [Docket No. 22100] and the Reorganized

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall be ascribed the meanings provided in the Motion.

Debtors having filed the Reply in support of the Motion; and this Court having jurisdiction over the Motion and the relief requested therein; and upon the record herein; and after due deliberation thereon and all of the prior proceedings herein; and good and sufficient cause appearing therefore, it is hereby

FOUND AND DETERMINED THAT:

A. This Court has jurisdiction over the Motion and the relief requested therein under 28 U.S.C. §§ 157(a) and 1334(b). Venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2);

B. The predicates for the relief requested herein are ~~this Court's inherent authority to interpret its own orders~~, sections 105(a) and 1142 of the Bankruptcy Code, Bankruptcy Rule 3020(d), the Plan Modification Order ~~and~~ the Modified Plan and this Court's inherent authority to interpret its own orders;

C. Notice of the Motion in the form and manner described therein was good and sufficient under the particular circumstances, and no other or further notice need be given;

D. A reasonable opportunity to object and be heard with respect to the Motion and the relief requested therein has been afforded to all interested persons and entities;

E. The Court has the power to interpret and enforce its orders, which includes the authority to render a determination concerning the scope of the parties' right and obligations under the terms of the Master Disposition Documents;

F. The relief requested in the Motion is in the best interests of the ~~Debtors~~, Reorganized Debtors, their estates, their creditors and other parties in interest; and, therefore, it is hereby

ORDERED, DECREED AND ADJUDGED THAT:

1. The Motion is GRANTED in its entirety.

2. The ~~Trust~~Objection is OVERRULED.

~~i.3.~~ The Claims Settlements are expenses of the Wind Up.

~~ii.4.~~ DPH has properly requested Post-Closing Advances.

~~iii.5.~~ New GM is obligated~~directed~~ to fund the ~~Trust~~ Claims Settlements pursuant to ~~the timing requirements, and Post-Closing~~DPH's Advance ~~dollar amount limitations, set forth in the Funding Agreement.~~Request on or before October 31, 2013.

6. New GM is directed to timely fund all of the other Advances sought in the October 2013 Wind Up Budget, as may be revised in accordance with the terms of the Funding Agreement, for the months of November and December 2013.

7. Except as expressly set forth herein, all of the parties' other rights and obligations under the Funding Agreement remain in full force and effect.

~~iv.8.~~ The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order and the Plan Modification Order, and the Reorganized Debtors may restore the Motion to the Court's calendar upon not less than three (3) business days written notice to New GM to enforce any provision of this Order.

Dated: White Plains, New York  
~~July~~October \_\_, 2013

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE